



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO

FILED 1425

DEC 1 1992-3 30 PM

INTERSTATE COMMERCE COMMISSION

November 24, 1992

DEC 1 1992-3 30 PM

INTERSTATE COMMERCE COMMISSION

2-336A037

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 9)
Recordation No. 6859

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Thirteenth Supplemental Equipment Trust Agreement dated as of July 31, 1992, between Union Tank Car Company and Harris Trust and Savings Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$32 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Legal Assistant

/jff
Enclosures



A MEMBER OF THE MARMON GROUP OF COMPANIES

RECORDATION NO. 6859-20 FILED 1425

DEC 1 1992 - 3 30 PM

INTERSTATE COMMERCE COMMISSION

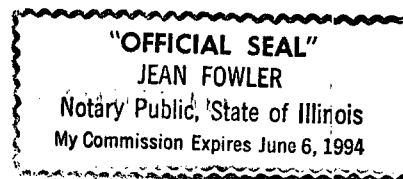
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Thirteenth Supplemental Trust Agreement dated as of July 31, 1992 with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 24th day of November, 1992.


Notary Public



THIRTEENTH SUPPLEMENTAL TRUST AGREEMENT

DEC 1 1992-3 30 PM

UNION TANK CAR COMPANY (SERIES 9) INTERSTATE COMMERCE COMMISSION

THIS THIRTEENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1992, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Harris Trust and Savings Bank ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of January 15, 1973, providing for the issue of its Equipment Certificates (Series 9) in the aggregate principal amount of \$25,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.


Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____


R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

HARRIS TRUST AND SAVINGS BANK

By: _____

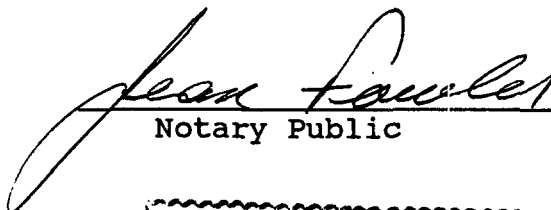

VICE PRESIDENT

Attest:

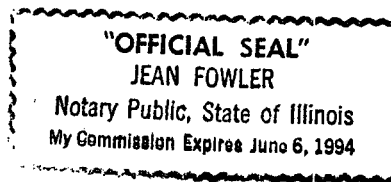

~~Trust Officer~~
ASSISTANT SECRETARY

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On July 31, 1992, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

My Commission Expires:

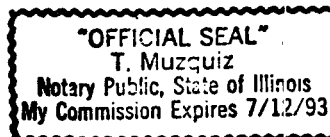


STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On this 10TH day of November, 1992, before me personally came R. G. MASON, to me known, who, being by me duly sworn, did depose and say that he/~~she~~ is VICE PRESIDENT of Harris Trust and Savings Bank, one of the corporations described in and which executed the foregoing instrument; that he/~~she~~ knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/~~she~~ signed his/~~her~~ name thereto by like order.


Notary Public

My Commission Expires:



PROGRAM ACT1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R009

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	TA	26,000	42967-42968

2 TOTAL

PROGRAM ACT01027 UNION TANK CAR COMPANY - TREASURERS DEPARTMENT RUN DATE: 07/31/92
 SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST

FOR SUBSTITUTION - TERMINATED CARS

CERTIFICATE TRUST SERIES: R009

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS	
1	GT	0	UNPX100270	
1	TA	14,000	14003	
8	TH	20,000	628,644-645,47805,47825,47876,58646,58832	
4	TM	21,000	RTCX27119,RTCX27340-RTCX27341,RTCX27346	
2	THI	13,300	14319,14323	
4	THI	20,000	73356,73663,73679,74881	
1	TP	33,600	30408	

21 TOTAL